



ENTERED
06/14/2011

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
CORPUS CHRISTI DIVISION

In re:	§	Chapter 11
	§	
Seahawk Drilling, Inc., <i>et al.</i>	§	Case No.: 11-20089-RSS
	§	
Debtors	§	Jointly Administered

**ORDER GRANTING DEBTORS' EMERGENCY MOTION FOR ORDER
APPROVING THE AUDIT ASSISTANCE AGREEMENT
BETWEEN THE DEBTORS AND HERCULES OFFSHORE, INC.**

Upon consideration of the Emergency Motion for Order Approving the Audit Assistance Agreement Between Hercules and Seahawk Drilling, Inc. (the "Motion") filed by Seahawk Drilling, Inc., Seahawk Mexico Holdings LLC, Seahawk Drilling Management LLC, Seahawk Offshore Management LLC, Energy Supply International LLC, Seahawk Drilling LLC, Seahawk Global Holdings LLC, and Seahawk Drilling USA LLC (collectively, the "Debtors")⁴ and upon consideration of the evidence presented in support of the Motion, and this Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and after finding that due and proper notice of the Motion having been provided, and it appearing that no other or further notice need be provided; and a hearing having been held to consider the relief requested in the Motion (the "Hearing"); and the appearances of all interested parties having been noted in the record of the Hearing; and upon the record of the Hearing, and all the proceedings had before the Court; and this Court having determined that the relief sought in the Motion is in the best interests of the Debtors, their creditors, and all parties-in-interest in these jointly-administered cases; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby

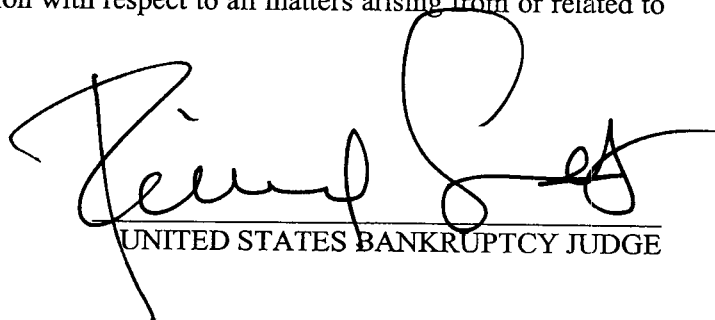
⁴ All capitalized terms used, but not defined herein, shall have the meanings attributed to them in the Motion.

ORDERED, ADJUDGED AND DECREED that:

1. The Motion is GRANTED in its entirety;
2. The Debtors have articulated a sound business justification for entering into the Audit Assistance Agreement and the payments to be made under the Audit Assistance Agreement are justified by the facts and circumstances of the Debtors' cases and in the best interest of the Debtors' estates;
3. The Audit Assistance Agreement and the payments to be made under the Audit Assistance Agreement are hereby approved and shall constitute transactions permitted under sections 363(b) and(c) of the Bankruptcy Code;
4. Payments under the Audit Assistance Agreement shall be treated as an administrative expense pursuant to section 503(b)(1)(A) of the Bankruptcy Code;
5. This Order does not affect or prejudice the Debtors' separate motions to approve payments under the Key Employee Incentive Plan [Dkt. No. 572] and to approve separation and consulting agreements [Dkt. No. 573] or any objections thereto;
6. This Order shall be immediately effective upon entry and the fourteen-day stay under Bankruptcy Rule 6004(h) is hereby waived as the exigent nature of the relief sought herein justifies immediate relief; and
7. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated:

JUNE 14, 2011



UNITED STATES BANKRUPTCY JUDGE